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INTUIT INC.

11
12 UNITED STATES DISTRICT COURT
13
14 NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION

15 **IN RE HIGH-TECH EMPLOYEE**
16 **ANTITRUST LITIGATION**

17 **THIS DOCUMENT RELATES TO:**
18 **All Actions**
19

Case No. 11-CV-2509 LHK

**DECLARATION OF LISA K.
BORGESON IN SUPPORT OF
RENEWED ADMINISTRATIVE
MOTION TO FILE UNDER SEAL**

1 I, LISA K. BORGESON, declare:

2 I am Assistant General Counsel at Intuit Inc. (“Intuit”) and have held this position since
3 September, 2008. I make this declaration based on personal knowledge and, if called upon to do
4 so, could testify competently thereto.

5 1. I make this declaration in support of Intuit’s Renewed Motion to Seal documents
6 filed in connection with Defendants’ Opposition to Plaintiffs’ Motion for Class Certification and
7 Plaintiffs’ Reply in Support of Motion for Class Certification.

8 2. I have reviewed the following documents, with particular attention to the portions
9 that Intuit seeks to redact:

10 a. Exhibit 19 to the Declaration of Christina Brown filed in support of Defendants’
11 Opposition to Plaintiffs’ Motion for Class Certification, the Declaration of Mason
12 Stubblefield and Exhibits A-D attached thereto.

13 b. Exhibit 20 to the Declaration of Christina Brown filed in support of Defendants’
14 Opposition to Plaintiffs’ Motion for Class Certification, the Declaration of
15 Christopher Galy.

16 c. Exhibit 29 to the Declaration of Dean M. Harvey in support of Plaintiffs’
17 Consolidated Reply, INTUIT_035842.

18 d. Plaintiffs’ Consolidated Reply in Support of Motion for Class Certification and
19 Opposition to Defendants’ Motion to Strike the Report of Dr. Edward E. Leamer,
20 page 19, lines 1 through 5

21 3. In my employment at Intuit, I am regularly involved in matters related to human
22 resources and employment and am familiar with Intuit’s policies and practices regarding the
23 confidentiality of its compensation data, strategies and methods. Intuit’s salary and compensation
24 data, strategies and methods are non-public, highly sensitive and confidential, and private to Intuit
25 and its employees. I am also familiar with Intuit’s practices regarding the confidentiality of
26 certain recruiting strategies, methods, data and practices. This information is also non-public and
27 proprietary to Intuit. The information contained in pages and the exhibits noted below is
28 confidential information about how Intuit has chosen to structure its employee compensation and

1 how Intuit finds and recruits candidates for employment. It could cause Intuit competitive harm
 2 if this information was publically known. Public dissemination of this information would deprive
 3 Intuit of the investment it has made in developing its compensation and recruiting practices and
 4 strategies and allow others to unfairly benefit from this information.

5 4. It is Intuit's practice to treat compensation and recruiting data and information
 6 produced in this action as confidential and I believe Intuit has taken reasonable steps to ensure
 7 this data remains confidential. These steps include limiting the number of persons who have
 8 access to data through electronic controls and conducting confidentiality trainings. Intuit has
 9 continued to protect the identified data and information from public disclosure by designating
 10 them as "HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY" pursuant to the Stipulated
 11 Protective Order in this case.

12 5. Specifically, Intuit seeks to keep the following redacted portions of the Exhibit 19
 13 to the Declaration of Christina Brown filed in support of Defendants' Opposition to Plaintiffs'
 14 Motion for Class Certification, the Declaration of Mason Stubblefield and Exhibits A-D attached
 15 thereto under seal:

- 16 • **Paragraph 7** contains confidential information about the way Intuit determines
 17 compensation for its employees. This is confidential Intuit employment and
 18 compensation information.
- 19 • **Paragraph 8** contains information about Intuit's job codes and structure. This is
 20 confidential Intuit employment information.
- 21 • **Paragraphs 9, 10 and 11** contain information about the Intuit's compensation
 22 strategies and practices. This is confidential Intuit employment and compensation
 23 information.
- 24 • **Paragraphs 12 and 13** contain information about Intuit's compensation policies and
 25 training materials. This is confidential Intuit employment and compensation
 26 information.
- 27 • **Paragraph 14** contains information about how Intuit determines merit increases for
 28 employees. This is confidential Intuit employment and compensation information.

- **Paragraph 15** contains information about how Intuit determines promotion and adjustment increases for employees. This is confidential Intuit employment and compensation information.
- **Paragraph 16** contains information about how Intuit determines compensation for new employees. This is confidential Intuit employment and compensation information.
- **Paragraph 17** contains information about how Intuit determines bonus compensation for employees. This is confidential Intuit employment and compensation information.
- **Paragraph 18** contains information about how Intuit determines equity grants for employees. This is confidential Intuit employment and compensation information.
- **Paragraphs 19 and 20** contain information about Intuit's compensation practices and strategies. This is confidential Intuit employment and compensation information.
- **Paragraphs 21 and 22** contain information about how Intuit obtains market information related to compensation and Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Paragraph 23** contains information related to Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Paragraph 24** contains information related to Intuit's compensation practices. This is confidential Intuit employment and compensation information.

Exhibit A to Stubblefield Declaration:

- **Pages 2, 3 and 4** contain information about Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Pages 5, 6 and 7** contain information about how Intuit evaluates employee performance and skills. This is confidential Intuit employment and compensation information.
- **Page 8** contains information about Intuit's annual compensation budgets. This is confidential Intuit employment and compensation information.
- **Pages 9, 10, 11 and 12** contain information related to determining individual Intuit

employee compensation. This is confidential Intuit employment and compensation information.

- **Pages 13, 14 and 15** contain information related to determining individual Intuit employee equity grants. This is confidential Intuit employment and compensation information.
- **Page 16** contains information related to Intuit employee evaluations. This is confidential Intuit employment and compensation information.
- **Page 18** contains information about employee eligibility for pay decisions within Intuit's Talent and Pay Tool. This is confidential Intuit employment and compensation information.
- **Pages 19, 20 and 21** contain information about Intuit's Talent and Pay Tool. This is confidential Intuit employment and compensation information.
- **Pages 23 and 24** contain information about Intuit's Stock Tool. This is confidential Intuit employment and compensation information.
- **Pages 25 and 28** contain information related to Intuit employee evaluations. This is confidential Intuit employment and compensation information.
- **Page 29** contains information related to determining individual Intuit employee equity grants. This is confidential Intuit employment and compensation information.
- **Page 32, 34, 35, 36 and 37** contain information about Intuit's Talent and Pay Tool. This is confidential Intuit employment and compensation information.
- **Page 38 and 39** contain information about Intuit's Stock Tool. This is confidential Intuit employment and compensation information.

Exhibit B to Stubblefield Declaration:

- **Pages 2, 4, 5, 6, 7 and 9** contain information related to Intuit employee evaluations. This is confidential Intuit employment and compensation information.
- **Page 10** contains information related to Intuit employee evaluations and compensation strategies and practices. This is confidential Intuit employment and compensation information.

- **Pages 11, 12 and 13** contain information related Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Page 14** contains information about Intuit's Talent and Pay Tool. This is confidential Intuit employment and compensation information.
- **Pages 15, 16 and 17** contain information related to Intuit employee evaluations. This is confidential Intuit employment and compensation information.
- **Pages 18 and 19** contain information related to Intuit's performance and pay evaluations for impacted employees. This is confidential Intuit employment and compensation information.
- **Pages 20, 21, 23 and 24** contain information related to Intuit employee evaluations and compensation decisions. This is confidential Intuit employment and compensation information.
- **Page 26** contains information related to Intuit's compensation budgets. This is confidential Intuit employment and compensation information.
- **Page 27** contains information related to Intuit's employee evaluations. This is confidential Intuit employment and compensation information.
- **Pages 28 and 29** contain information related to Intuit's employee bonuses. This is confidential Intuit employment and compensation information.
- **Page 30** contains information related to Intuit's equity grants. This is confidential Intuit employment and compensation information.

Exhibit C to Stubblefield Declaration:

- **Pages 7, 8, 9, 10, 11 and 12** contain information related to Intuit employee evaluations. This is confidential Intuit employment and compensation information.
- **Page 14** contains information related to Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Pages 15 and 16** contains market information related to Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.

- **Pages 18, 19 and 20** contains information related to Intuit's bonus pool funding and determinations. This is confidential Intuit employment and compensation information.
- **Page 21** contains information related to Intuit's compensation budgets. This is confidential Intuit employment and compensation information.
- **Page 22 and 23** contain information related to employee evaluations. This is confidential Intuit employment and compensation information.
- **Page 25** contains information related to Intuit's compensation strategies. This is confidential Intuit employment and compensation information.
- **Page 26** contains market reference information related to Intuit employee evaluations. This is confidential Intuit employment and compensation information.
- **Page 27 and 28** contain information related to employee evaluations. This is confidential Intuit employment and compensation information.
- **Pages 30, 31, 32 and 33** contain information related to Intuit employee evaluations and compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Pages 35 and 36** contain information related to Intuit's equity and stock grants. This is confidential Intuit employment and compensation information.
- **Page 38** contains information related to Intuit's compensation decisions. This is confidential Intuit employment and compensation information.
- **Page 42 and 43** contains information about Intuit's Talent and Pay Tool. This is confidential Intuit employment and compensation information. This is confidential Intuit employment and compensation information.
- **Page 44** contains information about how Intuit uses market data related to compensation. This is confidential Intuit employment and compensation information.
- **Pages 45 and 46** contain information about Intuit's equity and stock grants. This is confidential Intuit employment and compensation information.
- **Page 48, 49, 50 and 51** contain information related to Intuit's compensation decisions. This is confidential Intuit employment and compensation information.

- 1 • **Notes pages 7, 8, 9, 10, 11 and 12** contain information related to Intuit employee
2 evaluations. This is confidential Intuit employment and compensation information.
- 3 • **Notes page 14** contains information related to Intuit's compensation strategies and
4 practices. This is confidential Intuit employment and compensation information.
- 5 • **Notes pages 15 and 16** contain market information related to Intuit's compensation
6 strategies and practices. This is confidential Intuit employment and compensation
7 information.
- 8 • **Notes pages 18, 19 and 20** contain information related to Intuit's bonus pool funding
9 and determinations. This is confidential Intuit employment and compensation
10 information.
- 11 • **Notes page 21** contains information related to Intuit's compensation budgets. This is
12 confidential Intuit employment and compensation information.
- 13 • **Notes page 22 and 23** contain information related to employee evaluations. This is
14 confidential Intuit employment and compensation information.
- 15 • **Notes page 25** contains information related to Intuit's compensation strategies. This
16 is confidential Intuit employment and compensation information.
- 17 • **Notes page 26** contains market reference information related to Intuit employee
18 evaluations. This is confidential Intuit employment and compensation information.
- 19 • **Notes page 27 and 28** contain information related to employee evaluations. This is
20 confidential Intuit employment and compensation information.
- 21 • **Notes pages 30, 31, 32 and 33** contain information related to Intuit employee
22 evaluations and compensation strategies and practices. This is confidential Intuit
23 employment and compensation information.
- 24 • **Notes pages 35 and 36** contain information related to Intuit's equity and stock grants.
25 This is confidential Intuit employment and compensation information.
- 26 • **Notes page 38** contains information related to Intuit's compensation decisions. This is
27 confidential Intuit employment and compensation information.
- 28 • **Notes page 42 and 43** contains information about Intuit's Talent and Pay Tool. This

is confidential Intuit employment and compensation information. This is confidential Intuit employment and compensation information.

- **Notes page 44** contains information about how Intuit uses market data related to compensation. This is confidential Intuit employment and compensation information.
- **Notes pages 45 and 46** contain information about Intuit's equity and stock grants. This is confidential Intuit employment and compensation information.
- **Notes page 48, 49, 50 and 51** contain information related to Intuit's compensation decisions. This is confidential Intuit employment and compensation information.

Exhibit D to Stubblefield Declaration:

- **Page 2** contains information related to Intuit's compensation strategies and practices. This is confidential Intuit employment and compensation information.
- **Pages 3 and 4** contain information about Intuit's equity grants. This is confidential Intuit employment and compensation information.
- **Page 5** contains information related to Intuit's compensation decisions. This is confidential Intuit employment and compensation information.
- **Pages 6 and 7** contain information related to Intuit's bonus pool funding. This is confidential Intuit employment and compensation information.
- **Pages 8, 9, 10, 11 and 12** contain information related to Intuit's peer group and related evaluations. This is confidential Intuit employment and compensation information.

6. Additionally, Intuit seeks to keep the following redacted portions of the Exhibit 20 to the Declaration of Christina Brown filed in support of Defendants' Opposition to Plaintiffs' Motion for Class Certification, the Declaration of Christopher Galy under seal:

- **Paragraph 4** contains information related to the specific methods Intuit uses to identify and recruit potential candidates for employment. This is confidential Intuit employment, recruiting and hiring strategy information.
- **Paragraph 5** contains information related to how Intuit structures its recruiting department and the specific methods Intuit uses to identify and recruit potential

1 candidates for employment. This is confidential Intuit employment, recruiting and
 2 hiring strategy information.

- 3 • **Paragraphs 6 and 7** contain information related to how Intuit works to fill open job
 4 requisitions. This is confidential Intuit employment, recruiting and hiring strategy
 5 information.
- 6 • **Paragraph 9** contains information related to Intuit's review of applications and
 7 interviews for potential candidates for employment. This is confidential Intuit
 8 employment, recruiting and hiring strategy information.
- 9 • **Paragraph 10** contains information related to how compensation is determined for
 10 new hires. This is confidential Intuit employment, recruiting and hiring strategy
 11 information.
- 12 • **Paragraphs 11 and 12** contain information and statistics related to Intuit employees'
 13 previous employers. This is confidential Intuit employment, recruiting and hiring
 14 strategy information.
- 15 • **Paragraphs 13 and 14** contain information related to specific recruiting methods.
 16 This is confidential Intuit employment, recruiting and hiring strategy information.
- 17 • **Paragraph 17** contains information related how Intuit works to fill open job
 18 requisitions. This is confidential Intuit employment, recruiting and hiring strategy
 19 information.

20 7. Additionally, Intuit seeks to keep the following redacted portions of the
 21 Declaration of Dean M. Harvey in support of Plaintiffs' Consolidated Reply, INTUIT_035842
 22 under seal:

- 23 • **Page 4** contains information related to Intuit's compensation decisions and employee
 24 evaluations. This is confidential Intuit employment and compensation information.
- 25 • **Page 5 and 6** contain information related to Intuit's compensation budgets. This is
 26 confidential Intuit employment and compensation information.
- 27 • **Page 7 and 8** contain information related to Intuit's bonus and equity compensation.
 28 This is confidential Intuit employment and compensation information.

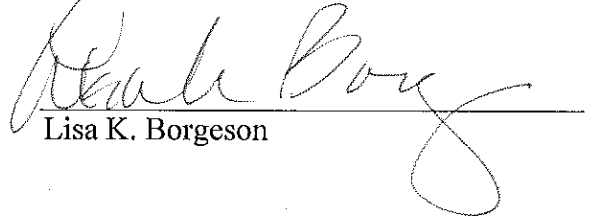
- **Pages 9, 10, 11 and 13** contain information about Intuit’s employee evaluations and pay decisions. This is confidential Intuit employment and compensation information.
- **Pages 13 and 14** contain information about Intuit’s employee performance ratings and evaluations. This is confidential Intuit employment and compensation information.
- **Page 15** contains information related to the timing of Intuit’s employee performance evaluations. This is confidential Intuit employment and compensation information.
- **Pages 17, 18, 19, 20, 21, 22 and 23** contain information about Intuit’s employee evaluations and pay decisions. This is confidential Intuit employment and compensation information.
- **Pages 24 and 25** contain information about Intuit’s bonus compensation decisions. This is confidential Intuit employment and compensation information.
- **Page 26** contains information about employee evaluations and bonus compensation decisions. This is confidential Intuit employment and compensation information.
- **Page 27** contains information related to Intuit’s compensation decisions and employee evaluations. This is confidential Intuit employment and compensation information.
- **Pages 28, 29, 30, 31, 32, 33, 34 and 35** contains information related to Intuit’s equity and stock grants decisions and employee evaluations. This is confidential Intuit employment and compensation information.
- **Pages 36, 37, 38, 42, 43 44 and 46 through 54** contain information about Intuit’s Talent and Pay Tool and compensation decisions. This is confidential Intuit employment and compensation information.
- **Pages 56, 57, 58, 59 and 60 contain** information about Intuit’s Stock Tool and compensation decisions. This is confidential Intuit employment and compensation information.

8. Intuit seeks to keep the following redacted portions of the Plaintiffs’ Consolidated Reply in Support of Motion for Class Certification and Opposition to Defendants’ Motion to Strike the Report of Dr. Edward E. Leamer under seal:

- **Page 19, lines 1 through 5**, quote an Intuit document marked “HIGHLY

1 CONFIDENTIAL- ATTORNEYS EYES ONLY” and purport to describe specific
2 information about how Intuit determines individual employee compensation, including the
3 timing of those decisions and the steps involved.

4 I declare under penalty of perjury under the laws of the United States that the foregoing is
5 true and correct. Executed on this 22nd day of January, 2013 in Mountain View, California.

6
7 
8 Lisa K. Borgeson

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